

ARTICLES OF INCORPORATION OF
CHIMNEY LAKES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

Name

The name of the corporation is CHIMNEY LAKES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE 2

Period of Duration

The corporation shall have perpetual duration.

ARTICLE 3

Purposes and Powers

The corporation is being organized as a nonprofit corporation under the Georgia Nonprofit Corporation Code, for the sole purpose of acting as a civic organization which shall not be operated for profit, but shall be operated for the sole purpose of performing certain functions for the common good and general welfare of the people of a community known as Chimney Lakes, which is located in Cobb County, Georgia.

Such community is hereinafter referred to as 'Chimney Lakes'.

Chimney Lakes will consist of the land described in the Declaration, as hereinafter defined, plus such additional land as may hereafter be made subject to the provisions of the Declaration in accordance with its terms.

The term 'Declaration', as used herein, refers to that certain Declaration of Covenants, Restrictions and Easements dated June 23, 1980, which has been executed by Arvida of Georgia, Inc. and is being filed for record with the Clerk of the Superior Court of Cobb County, Georgia, as such Declaration may be amended from time to time in the manner provided therein.

The Corporation Shall have and may exercise all powers necessary or convenient to affect this purpose as set forth above, including, to the extent, and only to the extent, necessary to carry out such purpose, the following powers and duties:

(a) All powers conferred by law on corporations organized under the Georgia Nonprofit Corporation Code; and

(b) The power and duty to exercise all the rights, powers and privileges and to perform all of the duties and obligations of the corporation as set forth in the Declaration.

No part of the net earnings of the corporation shall inure to the benefit of any member, director or private individual, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE 4.

Board of Directors

The affairs of the corporation shall be managed by a Board of Directors. The number of Directors and the method of election of Directors shall be as set forth in the By-Laws of the corporation.

ARTICLE 5
Limitation on Corporate Powers

The corporation shall not have or exercise any corporate powers except those necessary to carry out the purpose of the corporation as set forth in Article 3 above.

ARTICLE 6
Initial Registered Office and Registered Agent

The initial registered office of the corporation shall be at 75 Poplar Street, NW, Atlanta, Georgia 30335. The registered agent of the corporation at such address shall be Richard A. Allison.

ARTICLE 7
Initial Board of Directors

The initial Board of Directors shall consist of five members who shall be:

| | | |
|----------------|---------------------|------------------------|
| Larry Matzick | 2200 Roxburgh Drive | Roswell, Georgia 30076 |
| Harry Hammond | 2200 Roxburgh Drive | Roswell, Georgia 30076 |
| Eduardo E. Gil | 2200 Roxburgh Drive | Roswell, Georgia 30076 |
| Alvin P. Hash | 2200 Roxburgh Drive | Roswell, Georgia 30076 |
| Judson Groves | 75 Poplar Street,NW | Atlanta, Georgia 30335 |

ARTICLE 8
Incorporator

The name and address of the Incorporator is Richard A. Allison, Hass-Howell Building, Atlanta, Georgia, 30335.

ARTICLE 9
Membership and Voting Rights

Membership in the corporation, classes of members, and voting rights of members shall be as set forth in the By-Laws.

ARTICLE 10
Amendment of Articles of Incorporation And By-Laws

(a) The Articles of Incorporation of the corporation shall not be amended unless the amendment is approved by a vote of two-thirds (2/3) of those members of each class of membership of the Association who are present in person or by proxy and voting at a meeting of members duly held in accordance with the provisions of the By-Laws of the Association.

(b) The By-Laws of the corporation shall not be amended unless the amendment is approved by a majority vote of those members of each class of membership of the Association who are present in person or by proxy and voting at a meeting of members duly held in accordance with the provisions of the By-Laws of the Association.

ARTICLE 11
Merger and Consolidation

The corporation may merge or consolidate only if such merger or consolidation is approved by a vote of

two-thirds (2/3) of those members of each class of membership of the Association who are present in person or by proxy and voting at a meeting of members duly hold in accordance with the provisions of the By-Laws of the Association.

ARTICLE 12
Dissolution and Disposition of Assets Upon Dissolution

The corporation may be dissolved only if such dissolution is approved by a vote of two-thirds (2/3) of those members of each class of membership of the Association who are present in person or by proxy and voting at a meeting of members duly held in accordance with the provisions of the By-Laws of the Association.

Upon dissolution of the corporation, the assets of the corporation shall be dedicated and conveyed to one or more appropriate public agencies on the express condition that such assets shall be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be conveyed to a nonprofit corporation, nonprofit association, nonprofit trust or other nonprofit organization on the express condition that such assets shall be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

Signature on file
Richard A. Allison
Attorney for Incorporation

All signatures and sealed pages are excerpts from the original document, dated June 19, 1980.
Amended -----

January, 1991
CLHOA/rla

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: David B. Poythress
Secretary of State
Ex-officio Corporation
Commissioner
State of Georgia

I, Richard A. Allison, do hereby consent to serve as registered agent for the corporation, Chimney Lakes Homeowners' Association, Inc.

This 18th day of June, 1980.

Signature on file
Richard A. Allison

Address of Registered Agent:
75 Poplar Street, NW
Atlanta, Georgia 30335